

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

June 22, 1999

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. **22229** FILED

JUL 1 '99 3-45 PM

Dear Mr. Williams:

Enclosed are two (2) originals of the **Memorandum of Full Maintenance Lease Agreement** dated as of October 15, 1997 between the following parties:

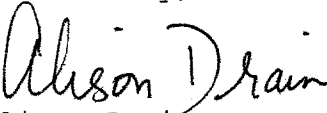
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Badger Mining Corporation 409 South Church Berlin, WI 54923

The equipment involved in this transaction is as follows:

Equipment:	Eighty (80) railcars as more fully described in <u>Schedule A</u> to the Memorandum attached hereto.
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Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

MEMORANDUM OF  
FULL MAINTENANCE LEASE AGREEMENT

RECORDATION NO. 22229 FILED

JUL 1 '99

3-45 PM

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of October 15, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of October 15, 1997 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and BADGER MINING CORPORATION, a WISCONSIN corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

BADGER MINING CORPORATION

cm By: [Signature]

By: [Signature]

Print Name: Richard C. Kirchner

Print Name: Thomas L. Petersen

Its: President

Its: Transportation Coord.

cm

SCHEDULE A  
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description: Eighty (80), 100-ton, 4000 c.f.c., 3-compartment covered hopper railcars equipped with trough hatches and dual 13"x42" outlet gates. Built by Pullman-Standard and/or Magor in 1966-67.

Units' Reporting Mark & Numbers:

1. HATX 3008	42. HLMX 4680
2. HLMX 4501	43. HLMX 4681
3. HLMX 4502	44. HLMX 4682
4. HLMX 4503	45. HLMX 4692
5. HLMX 4509	46. HLMX 4695
6. HLMX 4510	47. HLMX 4704
7. HLMX 4511	48. HLMX 4706
8. HLMX 4519	49. HLMX 4709
9. HLMX 4528	50. HLMX 4711
10. HLMX 4537	51. HLMX 4714
11. HLMX 4539	52. HLMX 4715
12. HLMX 4544	53. HLMX 4716
13. HLMX 4546	54. HLMX 4720
14. HLMX 4555	55. HLMX 4727
15. HLMX 4566	56. HLMX 4730
16. HLMX 4570	57. HLMX 4731
17. HLMX 4573	58. HLMX 4732
18. HLMX 4576	59. HLMX 4736
19. HLMX 4578	60. HLMX 4739
20. HLMX 4587	61. HLMX 4745
21. HLMX 4588	62. HLMX 4746
22. HLMX 4592	63. HLMX 4747
23. HLMX 4595	64. HLMX 4748
24. HLMX 4597	65. HLMX 4750
25. HLMX 4603	66. HLMX 4751
26. HLMX 4609	67. HLMX 4752
27. HLMX 4610	68. HLMX 4761
28. HLMX 4616	69. HLMX 4762
29. HLMX 4634	70. HLMX 4766
30. HLMX 4643	71. HLMX 4768
31. HLMX 4645	72. HLMX 4769
32. HLMX 4650	73. HLMX 4776
33. HLMX 4654	74. HLMX 4782
34. HLMX 4655	75. HLMX 4783
35. HLMX 4662	76. HLMX 4785
36. HLMX 4670	77. HLMX 4787
37. HLMX 4672	78. HLMX 4788
38. HLMX 4673	79. HLMX 4792
39. HLMX 4676	80. HLMX 4794
40. HLMX 4677	
41. HLMX 4678	

STATE OF CALIFORNIA )

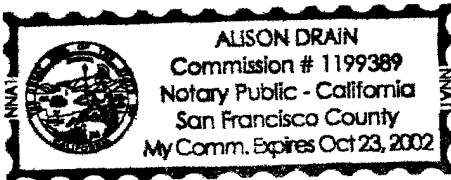
) S.S.

COUNTY OF SAN FRANCISCO )

On June 22<sup>nd</sup>, 1998, before me, Alison Drain, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF Wisconsin )

) S.S.

COUNTY OF Green Lake )

On June 15, 1998, before me, Lynnette Dallman, personally appeared Thomas L. Petersen, of BADGER MINING CORPORATION

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Lynnette Dallman  
SIGNATURE OF THE NOTARY

[Notarial Seal]

cm